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Administrative Offices
Diversified Corporate Consulting Group, LLC
A Delaware Limited Liability Company
Business Consultants & Advisors

William A. Calvo, III, LL.M.
Managing Member

Gary Langan Goodenow
General Counsel

Carousel Consultants, Inc.
Financial Public Relations Counsel

Hong, Zavallo & Associates
Marketing & Public Relations Counsel

KTL Financial Services, Inc.
Financial Counsel

HQ. Registered & Associated Offices

83 Wall Street
 Fifth Floor
 New York, New York 10003
 Telephone (212) 858-7734
 Facsimile Transmission (212) 858-7780

c/o Harvard Business Services, Inc.
 25 Greystone Manor
 Lewes, Delaware 19958
 Telephone (800) 345-2677
 Fax Number (302) 645-7400

10500 N.W. 134th Street
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Branch Offices & General Counsel

237 Main Street
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11355 Northeast 84th Avenue
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1515 Pear Tree Circle
 Brentwood, Tennessee 37027
 Telephone (615) 370-3239
 Fax Number (615) 371-1899

341 Northeast 104th Street
 Miami Shores, Florida 33138
 Telephone (305) 757-0570
 Fax Number (305) 757-4475
 Residence: (305) 757-5235

July 22, 1996

Please Respond to Belleview, Florida Address

DEPARTMENT OF STATE
Division of Corporations
 P.O. Box 6327
 Tallahassee, Florida 32314

200001903962
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 ****122.50 ****122.50

Re.: Incorporation of The Goodenow Law Firm, P.A.

Gentlemen:

Enclosed please find:

- (a) Three sets of articles of incorporation, including self contained registered agent appointments, for the above referenced corporation, one for filing and two to be returned to us bearing recording notations.
- (c) A check in the amount of \$122.50 covering the costs of filing the corporate documents and designating the registered agent.

FILED
 96 JUL 24 AM 9:55
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

*Investment Banking Relations * Stockholder Relations * Strategic Planning * Mergers & Acquisitions*
*Contract Negotiations * Recruitment & Supervision of Professionals * Regulatory Compliance*
*Public & Private Equity or Debt Financing * Equipment Leasing * Public Relations & Marketing*

GB 7/26/96

DEPARTMENT OF STATE

Division of Corporations

July 22, 1996

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Please return the two copies to the undersigned at 341 Northeast 104th Street, Miami Shores, Florida 33138. If you have any questions or comments, please contact the undersigned at (305) 757-5235.

Very truly yours


Gary Langan Goodenow

FILED
95 JUL 24 AM 9:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles of Incorporation
of
The Goodenow Law Firm, P.A.

FILED
96 JUL 24 AM 9:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, for the purpose of forming a professional corporation for the practice of law pursuant to Chapters 607 and 621, Florida Statutes, does hereby adopt the following Articles of Incorporation:

WITNESSETH:

ARTICLE I
NAME

The name of the professional corporation is:

The Goodenow Law Firm, P.A.

ARTICLE II
DURATION

This professional corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III
PURPOSES

This professional corporation is organized for the purpose of engaging in the practice of law and transacting any and all lawful business incidental thereto or permitted by applicable law.

ARTICLE IV
CAPITAL STOCK

This professional corporation is authorized to issue 750 shares of \$10 par value common stock.

ARTICLE V
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the professional corporation's bylaws, all of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI
INITIAL REGISTERED OFFICE, REGISTERED AGENT & PRINCIPAL ADDRESS

6.1 Registered Office & Registered Agent.

The street address of the initial registered office of this professional corporation is 341 Northeast 104th Street; Miami Shores, Florida 33138 and the name of the initial registered agent of this corporation at such address is Gary Langan Goodenow. By execution of this instrument, the undersigned hereby represents that:

HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED PROFESSIONAL CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

6.2 Principal Office, Mailing Address and Telephone Number

- (a) The professional corporation's initial principal office address will be 341 Northeast 104th Street; Miami Shores, Florida 33138.
- (b) The professional corporation's initial mailing address will be 341 Northeast 104th Street; Miami Shores, Florida 33138.
- (c) The professional corporation's initial telephone number will be (305) 757- 0570.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This professional corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the bylaws, but shall never be less than one. The name and address of the initial director of the corporation are as follows:

Gary Langan Goodenow,
341 Northeast 104th Street
Miami Shores, Florida 33138

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96 JUL 20 AM 9:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VIII
INCORPORATORS

The name and address of the professional corporation's incorporator is:

Gary Langan Goodenow,
341 Northeast 104th Street
Miami Shores, Florida 33138

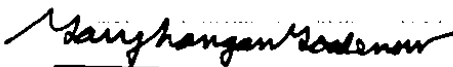
ARTICLE IX
INDEMNIFICATION

The professional corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the professional corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X
LIMITATION ON SHAREHOLDER SUITS

Shareholders shall not have a cause of action against the Company's officers, directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

IN WITNESS WHEREOF, we have subscribed our names this 5th day of July, 1996.



Gary Langan Goodenow,
Incorporator, Initial Director & Registered Agent